

Katharine I. Crost (New York Bar No. 1391523)
Lorraine S. McGowen (New York Bar No. 2137727)
Orrick, Herrington & Sutcliffe LLP
51 West 52nd Street
New York, NY 10019-6142
Telephone: (212) 506-5000
Facsimile: (212) 506-5151

*Special Securitization Transactional
and Litigation Counsel to the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

AFFIDAVIT OF SERVICE

I, DEBRA O. FULLEM, hereby depose and say that I am employed by Orrick, Herrington & Sutcliffe LLP (“Orrick”), Special Securitization Transactional and Litigation Counsel to the Debtors and Debtors in Possession in the above-referenced cases.

On March 3, 2014, I caused the following document, along with all supporting documents, to be served via federal-express and electronic mail to those parties as identified on the following page.

**FIFTH INTERIM FEE APPLICATION AND FINAL FEE APPLICATION OF
ORRICK, HERRINGTON & SUTCLIFFE LLP, AS SPECIAL SECURITIZATION
TRANSACTIONAL AND LITIGATION COUNSEL FOR THE DEBTORS, FOR
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM MAY 14, 2012 THROUGH DECEMBER 17, 2013**

Via Federal Express:

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
Attn: Larren M. Nashelsky, Gary S. Lee and
Lorenzo Marinuzzi

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
Attn: Kenneth H. Eckstein and Douglas H. Mannal

(With CD)
Office of the United States Trustee
for the Southern District of New York
U.S. Federal Office Building
201 Varick Street, Suite 1006
New York, NY 10014
Attn: Michael Driscoll

(With CD)
Office of the United States Trustee
for the Southern District of New York
U.S. Federal Office Building
201 Varick Street, Suite 1006
New York, NY 10014
Attn: Brian S. Masumoto

(With CD)
Office of the United States Trustee
355 Main Street – First Floor
Poughkeepsie, NY 12601
Attn: Eric J. Small, Esq.

Kirkland & Ellis
601 Lexington Avenue
New York, NY 10022
Attn: Richard M. Cieri and Ray C. Schrock

Via Electronic Mail:

lnashelsky@mofo.com;
glee@mofo.com;
lmarinuzzi@mofo.com
smolison@mofo.com
keckstein@kramerlevin.com

dmannal@kramerlevin.com
michael.driscoll@usdoj.gov
eric.j.small@usdoj.gov
tracy.davis2@usdoj.gov
brian.masumoto@usdoj.gov
linda.riffkin@usdoj.gov
richard.cieri@kirkland.com
ray.schrock@kirkland.com
erichards@mofo.com

Dated: March 3, 2014

/S/ DEBRA O. FULLEM

Debra O. Fullem

ORRICK HERRINGTON & SUTCLIFFE LLP

1152 15th Street, N.W.

Washington, DC 20005

Telephone: (202) 339-8400

Facsimile: (202) 339-8500

*Special Securitization Transactional
and Litigation Counsel to the Debtors
and Debtors in Possession*

Subscribe and Sworn to before me
this 3rd day of March 2014

/S/MICHELLE JORDAN

Notary Public

My Commission Expires: 4/30/2016